

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

**FEE STATEMENT COVER SHEET FOR THE
PERIOD APRIL 5, 2023 THROUGH AUGUST 11, 2023**

Debtor: LTL Management LLC (“ <u>LTL</u> ”)	Name of Applicant: Shook, Hardy & Bacon, L.L.P. (“ <u>Shook</u> ”)
Case No.: 23-12825 (MBK)	Client: Special Counsel to LTL Management LLC
Chapter: 11	Case Filed: April 5, 2023 (the “ <u>Petition Date</u> ”)

**SECTION I
FEE SUMMARY**

<input type="checkbox"/> Monthly Fee Application	<input type="checkbox"/> Interim Fee Application No.	<input checked="" type="checkbox"/> Final Fee Application
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Summary of Amounts Requested for the Period April 5, 2023 through August 11, 2023
(the “Final Compensation Period”).

	FEES	EXPENSES
Total Previous Fee Requested:	\$60,531.84	\$0.00
Total Fees Allowed To Date:	\$0.00	\$0.00
Total Retainer (If Applicable):	\$71,805.30 ¹	N/A
Total Holdback (If Applicable):	\$12,106.37	\$0.00
Total Received By Applicant:	\$0.00	\$0.00

Fee Total: \$60,531.84

Disbursement Total: \$0.00

Total Fee Application: \$60,531.84

¹ Shook, Hardy & Bacon, L.L.P. (“Shook”) has completed its reconciliation of fees and expenses actually incurred for the period prior to the Petition Date and has made a corresponding adjustment to the amount of the retainer held by Shook. The amount of the retainer is \$71,805.30. Upon the filing of the certificate of no objection in respect of Shook’s monthly fee application for the period from April 5, 2023 through August 11, 2023 [Dkt. No. 1323], Shook will apply the remaining retainer.

COMPENSATION BY PROFESSIONAL
APRIL 5, 2023 THROUGH AUGUST 11, 2023

The attorneys who rendered professional services in this chapter 11 case for the Final Compensation Period are:

NAME OF PROFESSIONAL AND TITLE	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
<i>Partners</i>				
Frazier, Kathleen	2004	\$487.90	120.3	\$58,694.37
James, Scott	2001	\$475.60	0.2	\$95.12
Ahern, Hunter	2005	\$498.16	0.3	\$149.45
Mangrum, Michelle	1986	\$630.00	1.3	\$819.00
<i>Counsel</i>				
Fields, Jeff	1998	\$366.96	0.1	\$36.70
<i>Associates</i>				
N/A				
<i>Paraprofessionals</i>				
Lingor, Stephanie		\$188.00	2.5	\$470.00
Stufflebean, Kerry		\$164.00	1.5	\$229.60
Lewis, Deborah		\$188.00	.2	\$37.60
TOTALS:			124.9	\$60,531.84

**SECTION II
SUMMARY OF SERVICES**

**COMPENSATION BY WORK TASK CODE FOR
SERVICES RENDERED BY SHOOK, HARDY & BACON L.L.P.
FOR THE PERIOD APRIL 5, 2023 THROUGH AUGUST 11, 2023**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
B160	Fee/Employment Applications	29.7	\$14,490.63
B190	Litigation Consulting	96.7	\$46,041.21
Total Fees Requested:		126.4	\$60,531.84

**SECTION III
SUMMARY OF DISBURSEMENTS**

**DISBURSEMENT SUMMARY BY SHOOK, HARDY & BACON L.L.P.
FOR THE PERIOD APRIL 5, 2023 THROUGH AUGUST 11, 2023**

DISBURSEMENTS	AMOUNTS
N/A	\$0.00
Total Disbursements Requested:	\$0.00

I certify under penalty of perjury that the above is true.

Date: September 8, 2023

/s/ Kathleen A. Frazier
Kathleen A. Frazier

<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p> <p>WOLLMUTH MAHER & DEUTSCH LLP Paul R. DeFilippo, Esq. 500 Fifth Avenue New York, New York 10110 Telephone: (212) 382-3300 Facsimile: (212) 382-0050 pdefilippo@wmd-law.com</p> <p>JONES DAY Gregory M. Gordon, Esq. Brad B. Erens, Esq. Dan B. Prieto, Esq. Amanda Rush, Esq. 2727 N. Harwood Street Dallas, Texas 75201 Telephone: (214) 220-3939 Facsimile: (214) 969-5100 gmgordon@jonesday.com bberens@jonesday.com dbprieto@jonesday.com asrush@jonesday.com (Admitted <i>pro hac vice</i>)</p> <p>ATTORNEYS FOR DEBTOR</p>	<p>SHOOK, HARDY, & BACON, L.L.P. Kathleen A. Frazier, Esq. 600 Travis Street, Suite 3400 Houston, TX 77002 Telephone: (713) 227-8008 Facsimile: (713) 227-9508 kfrazier@shb.com (Admitted <i>pro hac vice</i>)</p> <p>SPECIAL COUNSEL FOR DEBTOR</p>
<p>In re:</p> <p>LTL MANAGEMENT LLC,²</p> <p>Debtor.</p>	<p>Chapter 11</p> <p>Case No.: 23-12825 (MBK)</p> <p>Judge: Michael B. Kaplan</p> <p>Hearing Date: October 18, 2023</p>

FINAL FEE APPLICATION OF SHOOK, HARDY & BACON L.L.P. FOR COMPENSATION FOR SERVICES RENDERED AS SPECIAL COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION FOR THE PERIOD FROM APRIL 5, 2023 THROUGH AUGUST 11, 2023

Shook, Hardy & Bacon L.L.P. (“Shook”), as special counsel to LTL Management LLC, the debtor and debtor-in-possession in the above-captioned matter (the “Debtor”), submits this application (the “Application”) pursuant to sections 330 and 331 of title 11 of

² The last four digits of the Debtor’s taxpayer identification number are 6622. The Debtor’s address is 501 George Street, New Brunswick, New Jersey 08933.

the United States Code (the “Bankruptcy Code”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Retained Professionals* (the “Compensation Order”) [Dkt. No. 562], *Order (I) Dismissing Debtor’s Chapter 11 Petition Pursuant to 11 U.S.C. § 1112(b); Establishing Procedures with Respect to Requests for Compensation; and (III) Granting Related Relief* (the “Dismissal Order”) [Dkt. No. 1211], Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Local Bankruptcy Rule 2016-1, as its final application for compensation for services rendered for the period of April 5, 2023 through August 11, 2023 (the “Final Compensation Period”). As set forth herein, Shook seeks, on a final basis, allowance and payment of compensation in the amount of \$60,531.84 for services rendered by Shook during the Final Compensation Period. In support of the Application, Shook respectfully represents as follows:

BACKGROUND

1. On April 4, 2023 (the “Petition Date”), the Debtor commenced this reorganization case (the “Chapter 11 Case”) by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

2. Pursuant to the Compensation Order, professionals, as directed therein, may file with the Court and serve monthly fee statements. If there are no objections to a monthly fee statement, then the professionals are entitled to payment in the amount of eighty percent of the fees requested in the monthly fee statement.

3. The Office of the United States Trustee has established certain *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases* (the “Revised UST Guidelines”). The Office of the United States Trustee has promulgated forms to aid in compliance with

the Revised UST Guidelines. Charts and tables based on such forms are attached hereto as exhibits and filled out with data to the extent relevant to this Chapter 11 Case:

Exhibit A: Customary and Comparable Compensation Disclosures with Fee Applications;

Exhibit B: Summary of Timekeepers Included In This Application;

Exhibit C: Summary of Compensation Requested By Task Code;

Exhibit D: Summary of Expense Reimbursement Requested By Category; and

Exhibit E: Summary Cover Sheet of Application.

4. On May 4, 2023, Shook filed its application to be retained, effective as of April 4, 2023. See Dkt. No. 419. On June 14, 2023, this Court entered an *Order Authorizing Retention of Shook, Hardy & Bacon L.L.P.* See Dkt. No. 769.

SHOOK'S APPLICATION FOR COMPENSATION

5. This Application is Shook's final application for compensation filed in this matter.

6. In accordance with the procedures prescribed in the Compensation Procedures Order, Shook has filed and served a monthly fee statement (the "Monthly Fee Statement"³) during the Final Compensation Period.

7. On September 7, 2023, Shook filed and served its first monthly fee statement (the "Monthly Fee Statement"), which included fees in the amount of \$60,531.84 and expenses in the amount of \$0.00 incurred for the period of April 5, 2023 through August 11, 2023 [Dkt. No. 1323]. The deadline to object to the First Monthly Fee Statement has not yet passed.

³ Both the Debtor and the United States Trustee were served with the Monthly Fee Statement and will be served with this Application upon filing. Epiq serves all fee applications and monthly fee statements in accordance with the requirements of the Compensation Order, which provides for service on the Debtor and the U.S. Trustee, among other parties. Additionally, the Debtor received and reviewed the Monthly Fee Statement that makes up this Application before this Application was filed.

8. As of the date hereof, Shook has not received payment for fees during the Final Compensation Period.

9. In accordance with the Compensation Order and Dismissal Order, Shook seeks final approval of all fees sought in the Monthly Fee Statement.

JURISDICTION, VENUE, AND STATUTORY BASIS

10. This Court has jurisdiction to consider this matter pursuant to sections 157 and 1334 of title 28 of the United States Code. Consideration of this Application is a core proceeding pursuant to section 157(b) of title 28 of the United States Code. Venue is proper before this Court pursuant to sections 1408 and 1409 of Title 28 of the United States Code. The statutory predicates for the relief sought herein are sections 328, 330, and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 2016-1.

**SUMMARY OF SERVICES RENDERED
DURING THE FINAL COMPENSATION PERIOD**

11. The compensation requested in this proceeding is reasonable based on the nature and extent of the services rendered, the size and complexity of this Chapter 11 Case, the time, labor, and special expertise brought to bear on the questions presented, and other related factors.

12. As described in further detail below, during the Final Compensation Period, the professional services Shook performed were necessary and appropriate to protect the rights and fulfill the obligations of the Debtor given the nature and complexity of the issues at hand, were in the best interests of the Debtor and other parties in interest, and were performed in an expeditious and efficient manner. As such, Shook submits that the compensation sought herein is reasonable within the meaning of sections 330 and 331 of the Bankruptcy Code.

13. As set forth in the Application cover sheet submitted herewith, Shook rendered a total of 126.4 hours of professional services during the Final Compensation Period, for which it seeks compensation of \$60,531.84 in connection with rendering the professional services described herein.

14. To apprise this Court of the legal services rendered during the Final Compensation Period, Shook sets forth the following summary. This summary is intended only to highlight certain categories of services in which Shook devoted substantial time and attention on behalf of the Debtor. The Monthly Fee Statement contains detailed descriptions of all services rendered during the Final Compensation Period and is incorporated herein by reference as if fully set forth in its entirety.

A. Fee/Employment Applications: This category relates to work in connection with preparing and submitting retention applications and Monthly Fee Statements, as well as responding to inquiries regarding retentions and fees. During the Final Compensation Period, Shook worked primarily on preparation of Shook's retention application and supplemental declaration in support thereof, as well as Shook's first monthly fee statement.

Fees: \$14,490.63 Hours: 29.70

B. Litigation Consulting: This category relates to work in connection with discovery, depositions, strategy, mediation and hearings. With respect to this category, during the Final Compensation Period, Shook assisted the bankruptcy team with matters relating to the motion to dismiss and related pleadings as well as other matters related to talc-related litigation involving ovarian cancer and other reproductive cancers.

Fees: \$46,041.21; Hours: 96.7

CERTIFICATION OF COUNSEL

15. A Certification of Counsel is attached hereto as **Exhibit F.**

COMPLIANCE WITH GUIDELINES

16. Shook believes that this Application substantially complies with the local rules of this Court and the United States Trustee's guidelines for fee applications. To the extent there has not been material compliance with any particular rule or guideline, Shook respectfully requests a waiver or an opportunity to cure.

CONCLUSION

WHEREFORE, for all of the foregoing reasons, pursuant to sections 328, 330, and 331 of the Bankruptcy Code, Shook respectfully requests (i) allowance of compensation for professional services rendered as special counsel to the Debtor during the Final Compensation Period in the amount of \$60,531.84; (ii) payment of the outstanding fees due Shook for the Final Compensation Period; and (iii) such other and further relief as this Court deems just and proper.

Dated: September 8, 2023

SHOOK, HARDY & BACON L.L.P.
Special Counsel for Debtor

By: /s/ Kathleen A. Frazier
Kathleen A. Frazier